

DEFINITIONS USED IN INDEX OF DOCUMENTS

<u>Accountants</u>	Ernst & Young, independent accountants for AOL.
<u>AOL</u>	America Online, Inc., a Delaware corporation.
<u>Closing Date</u>	May ___, 1995
<u>Department</u>	California Department of Corporations.
<u>Escrow Agent</u>	NationsBank, N.A.
<u>F&amp;W</u>	Fenwick & West, counsel for AOL.
<u>Merger</u>	Merger of Sub with and into WAIS.
<u>NASDAQ</u>	The National Association of Securities Dealers Automated Quotation Systems.
<u>Plan</u>	Agreement and Plan of Reorganization dated as of May ___, 1995 by and among WAIS, AOL and Sub.
<u>SEC</u>	Securities and Exchange Commission.
<u>Sub</u>	AOL Acquisition Corp., a California corporation and wholly owned subsidiary of AOL.
<u>Transfer Agent</u>	Chemical Bank.
<u>WAIS</u>	Wide Area Information Servers, Inc., a California corporation.
<u>WSGR</u>	Wilson, Sonsini, Goodrich & Rosati, P.C., counsel for WAIS.

- ① Fenwick to Wilson & AOL, leaving 5/5
- ② Wilson to Fenwick (Allan to Harry)  
via fax 5/6
- ③ Wilson to Fenwick (Chris to Harry), 5/5, fax

Legend

SEE LEGEND

## PART I

DEFINITIVE AGREEMENTSDocumentDocument  
Number

Agreement and Plan of Reorganization dated as of May \_\_, 1995, including exhibits and schedules thereto (the "Plan"). [F&W]

1

WAIS' Schedule of Exceptions. [WSCR]

2

Agreement of Merger and Officer's Certificates as filed with the California Secretary of State effective May \_\_, 1995. [F&W]

3

Escrow Agreement dated as of May \_\_, 1995 among AOL, WAIS, Brewster Kahle, as representative of the WAIS Shareholders, and Escrow Agent. [F&W]

4

WAIS Affiliates Agreements among AOL, WAIS and the affiliates listed below: [F&W]

5

[TO COME]

AOL Affiliates Agreements between AOL and the AOL affiliates listed below: [F&W]

6

[TO COME]

Continuity of Interest Certificate for Common Shareholders pursuant to Section 8.11 of the Plan [F&W]

7

Registration Rights Agreement [AOL, F&W]

8

Noncompetition and Nonsolicitation Agreements dated as of May \_\_, 1995 between AOL and each of the persons listed below: [F&W]

9

- Brewster Kahle
- Bruce Gilliat
- Harry Morris

Letter of Instruction for Issuance of Shares, dated as of May \_\_, 1995 between AOL and Transfer Agent. [F&W]

10 done

Non-Qualified Stock Option Grant Agreements, dated May \_\_, 1995, between AOL and each of the following persons listed below with respect to the Additional AOL Options: [F&W]

11 form done

- Brewster Kahle
- Current employees at March 17, 1995 remaining employed at the Closing Date
- New employees hired after March 17, 1995 and remaining employed at the Closing Date

note: escrow agent hasn't responded

America Online, Inc. 1992 Employee, Director and Consultant Stock Option Plan.  
[AOL's plan. No drafting or negotiations required.]

12 done

Investor Representation Agreements from: [F&W]

13 done

- Brewster Kahle
- WS Investment Co. 95A
- Allen L. Morgan

## PART II CLOSING

(Unless otherwise indicated all documents  
appearing under this heading are dated  
May \_\_, 1995)

Certificate of Officer of AOL and Sub on certain tax matters delivered pursuant to Section 1.7 of the Plan. [F&W]

14 done

Certificate of Officer of WAIS on certain tax matters delivered pursuant to Section 1.7 of the Plan. [F&W]

15 done

Certificate of Officer of AOL and Sub regarding accuracy of representations and warranties and performance of covenants delivered pursuant to Sections 7.1 and 7.2 of the Plan. [F&W]

16 ?

Certificate of Officer of WAIS regarding accuracy of representations and warranties and performance of covenants delivered pursuant to Sections 8.1 and 8.2 of the Plan. [F&W]

17 ?

Opinion of WSGR delivered to AOL pursuant to Section 8.5 of the Plan. [WSGR]

18 2

WAIS Management Certificate delivered to WSGR regarding WSGR opinion. [WSGR]

19 2

Opinion of Accountants delivered pursuant to Sections 7.8 and 8.9 of the Plan regarding treatment of the Merger as of a "Pooling of Interests." [Accountants]

20 mid-week with AOL help

Opinion of F&W delivered to WAIS pursuant to Section 7.7 of the Plan. [F&W]

21 AOL:

AOL Management Certificate delivered to F&W regarding F&W's opinion. [F&W]

22 F&amp;W or AOL

Opinion of AOL delivered to WAIS pursuant to Section 7.7 of the Plan. [AOL]

23 legal?

Certificate of Good Standing of AOL from Delaware (5/\_\_\_/95). [F&W]

24 easy

Certificate of Good Standing of WAIS from California (5/\_\_\_/95). [WSGR]

25 "

Certificate of Good Standing of Sub from California (5/\_\_\_/95). [F&W]

26 "

## PART III

CORPORATE PROCEEDINGS

Unanimous Written Consent of the Board of Directors of WAIS dated May \_\_\_, 1995. [WSGR]

27

Resolutions adopted at a Meeting of the Board of Directors of AOL held on May \_\_\_, 1995. [AOL]

28

Unanimous Written Consent of Board of Directors of Sub dated as of May \_\_\_, 1995. [F&W]

29

Unanimous Written Consent of Shareholders of WAIS dated May \_\_\_, 1995. [WSGR]

30

Written Consent of the Sole Shareholder of Sub dated May \_\_\_, 1995. [F&W]

31

done

## PART IV

MISCELLANEOUS

[Press Release dated May \_\_\_, 1995 announcing signing of Plan.] [AOL, WAIS]

32

[Press Release dated May \_\_\_, 1995 announcing completion of Merger.] [AOL, WAIS]

33

Letter dated May \_\_\_, 1995 from AOL to holders of WAIS options regarding exchange of options for AOL Common Stock. [WSGR]

34

(3)

AOL Closing Price. [AOL, Accountants?]

35

at close

Articles of Incorporation of Sub. [F&W]

36

done

Organizational Resolutions of Sub dated May \_\_\_, 1995. [F&W]

37

Listing of Additional Shares with NASDAQ and Notification pursuant to SEC Rule 10b-17 dated May \_\_\_, 1995. [AOL]

38

Tax Clearance Certificate from California Franchise Tax Board with respect to Sub. [F&W]

39

Lost stock certificate

(3)

3421-4373

## PART V

POST-CLOSING MATTERS

Form D filed with the SEC on \_\_\_\_\_, 1995. [F&W] 40

Form S-8 filed with the SEC [and NASDAQ] on \_\_\_\_\_, 1995 with respect to AOL shares issuable upon exercise of WAIS options assumed by AOL and of Additional AOL Options. [AOL] 41

Wall 332-4335

Owen

868-1811, 257-6581

Payer  
841-6757  
cell phone

Positive

Satre.  
odaat

■ WebSoft ■

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**FAX Transmittal**

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DATE: 05/05/95

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SENT BY: David Kaiser

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TO: Miles Gilburne, America Online, Inc.; 301-983-2890.....  
Harry Boadwee, Fenwick & West; 415-857-0361.....  
Mark Stevens, Fenwick & West; 415-424-0859.....  
Sheila Burke, America Online, Inc.; 703-448-9164.....  
Christopher Younger, Wilson, Sonsini, Goodrich & Rosati; 415-496-4092.....  
Allen Morgan, Wilson, Sonsini, Goodrich & Rosati; 415-344-4373.....  
Bill Dunn, America Online, Inc.; 703-847-9746.....  
Brewster Kahle, WAIS, Inc.; 415-356-5444.....  
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NUMBER OF PAGES (WITH COVER): 6

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MESSAGE: Attached is Harry's document list annotated with current information from Harry and Chris.

D. Kaiser

■  
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